



FTI
CONSULTING

Critical thinking at the critical time.™

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February 18, 2011

VIA FIRST CLASS MAIL

Rock & Republic Enterprises, Inc.
3523 Eastham Drive
Culver City, CA 90232

Attention: Viet Do

Re: Rock & Republic Enterprises, et al. (the "Debtors")

Dear Mr. Do,

In accordance with the Order Pursuant to Bankruptcy Code Sections 105(a) and 331 establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered by the Honorable Arthur J. Gonzalez on April 29, 2010, annexed herewith is the billing statement of FTI Consulting, Inc. ("FTI") for the period from January 1, 2011 through January 31, 2011. As reflected in the billing statement, FTI requests \$52,013.50 compensation for professional services rendered and \$76.27 in expense reimbursements. If no objections are received within fifteen days of the submission of this billing statement, our bill should be promptly paid in the amount of **\$41,687.07** consisting of: (a) advisory fees in the amount of \$41,610.80, equivalent to eighty percent (80%) of the requested fees; and (b) \$76.27 in expenses.

To assist the parties in interest in reviewing our billing statement, we have annexed a fee summary and a disbursement summary. Should you have any comments or questions, please feel free to contact me at 212-841-9369.

Very truly yours,

Steven Simms
Senior Managing Director

Encl.
Service List

Service List

Rock & Republic Enterprises, Inc.
3523 Eastham Drive
Culver City, CA 90232
Attn: Viet Do

Todtman, Nachamie, Spizz & Johns, P.C.
425 Park Avenue
New York, NY 10022
Attn: Arthur Goldstein, Esq. and Alex Spizz, Esq.

Arent Fox LLP
1675 Broadway
New York, NY 10019
Attn: Robert Hirsh

Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Richard C. Morrissey, Esq.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

ROCK & REPUBLIC ENTERPRISES, INC., *et al.*,

Debtors.

Chapter 11

Case No. 10-17728 (AJG)

(Jointly Administered)

**NINTH STATEMENT SUBMITTED IN COMPLIANCE WITH ORDER PURSUANT TO 11
U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM MONTHLY
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS
FOR THE PERIOD JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

The statement of FTI Consulting, Inc. ("FTI") as financial advisor to the Official Committee of Unsecured Creditors of Rock & Republic Enterprises, Inc. ("R&R") and Triple R., Inc. ("TR"), debtors and debtors in possession, (collectively, the "Debtors") in accordance with the Order Pursuant to sections 105(a) and 331, of title 11, United States Code establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the "Order") entered by the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, on April 29, 2010, does respectfully represent and allege as follows:

1. The fees and disbursements recorded during the period from January 1, 2011 through and including January 31, 2011 (the "Ninth Period") amount to:

Fees Incurred for Ninth Period	\$52,013.50
Fees Requested for Ninth Period (80% Fees Incurred)	41,610.80
 Fees	 \$41,610.80
Disbursements	<u>76.27</u>
TOTAL	\$41,687.07

As stated in the FTI Retention Application, FTI has agreed to seek compensation on an hourly basis, plus reimbursement of actual and necessary expenses for the Ninth Period. Total fees for the Ninth Period based on actual billing rates were \$52,013.50 for a total of 74.0 hours incurred. FTI seeks 80% of the requested fees in the amount of \$41,610.80 and 100% of expenses in the amount of \$76.27 for the Ninth Period.

2. The professionals providing services and the aggregate hours spent by each professional during the Ninth Period are set forth in the schedule annexed hereto as Exhibit "A."

3. A summary of services rendered and time charges under each service category during the Ninth Period are set forth in the schedule annexed hereto as Exhibit "B."

4. Detailed time entry by services rendered during the Ninth Period is set forth in the schedule annexed hereto as Exhibit "C."

A summary of disbursements by category is set forth in the schedule annexed hereto as Exhibit "D".

5. A detailed breakdown of the expenses is in the schedule annexed hereto as Exhibit "E."

6. The professionals at FTI record all of their time expended in connection with this engagement in increments of tenths (1/10) of an hour. The time recorded to matters is thereafter billed at the prevailing hourly rates. Disbursements, as they are recorded in FTI's computer records, are thereafter generally billed to each client as applicable. The disbursements in this Fee Statement conform with the limits as set forth in the Administrative Orders of the United States Bankruptcy Court for the Southern District of New York dated August 10, 1991 and August 19, 1995.

Dated: New York, New York
February 18, 2011

FTI CONSULTING, INC.
Financial Advisors to the Official Committee of Unsecured
Creditors of Rock & Republic Enterprises, Inc., *et al.*

By:



Steven Simms
Senior Managing Director
Three Times Square
New York, New York 10036
(212) 841-9369

**** The fees and disbursements requested in this Fee Statement shall be authorized to be paid to the requesting party by the Debtor without further Notice and without a hearing unless, within fifteen (15) days after service of this Fee Statement, an objection is filed with the Clerk of the Bankruptcy Court and served upon FTI Consulting Inc. and those parties identified in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals**

Check and wire transfer instructions are as follows:

By Check Remit to:

FTI Restructuring
PO Box 631916
Baltimore, MD 21263-1916

By Wire Transfer Remit to:

ABA # 026009593
Bank of America
FTI Consulting, Inc.
Account #003939577164
Tax ID #22-3026953

Project No. 423829.0001

EXHIBIT A
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Professional	Position	Billing Rate	Total Hours	Total Fees
Simms, Steven	Senior Managing Director	\$885	1.6 ⁽¹⁾	\$1,416.00
Simms, Steven	Senior Managing Director	895	16.7	14,946.50
Cordasco, Michael	Managing Director	745	33.2	24,734.00
Pace, Kathryn	Senior Consultant	530	18.9	10,017.00
Hellmund-Mora, Marili	Associate	250	3.6	900.00
TOTAL			74.0	\$52,013.50

⁽¹⁾ Hours were incurred in December at the billing rate of \$885.

EXHIBIT B
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
SUMMARY OF HOURS BY TASK
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	15.8	\$10,273.50
2	Cash & Liquidity Analysis	14.3	9,533.00
6	Asset Sales	3.0	2,428.00
11	Prepare for and Attend Court Hearings	4.7	4,206.50
14	Analysis of Claims/Liab Subject to Compromise	5.8	4,471.00
16	Analysis, Negotiate and Form of POR & DS	4.8	3,801.00
17	Wind Down Monitoring	2.1	1,474.00
18	Potential Avoidance Actions & Litigation	3.5	2,652.50
19	Case Management	1.6	1,192.00
20	General Mtgs with Debtor & Debtors' Professionals	1.7	1,311.50
21	General Mtgs with UCC & UCC Counsel	7.5	5,503.00
22	Meetings with Other Parties	4.0	3,355.00
24	Preparation of Fee Application	5.2	1,812.50
TOTAL		74.0	\$52,013.50

EXHIBIT C
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Category	Date	Professional	Hours	Activity
1	1/10/2011	Cordasco, Michael	0.4	Review revised draft presentation to Committee.
1	1/18/2011	Cordasco, Michael	0.6	Participate in call with Debtors re: operating performance.
1	1/18/2011	Simms, Steven	0.9	Correspond re: expense items for insiders.
1	1/19/2011	Simms, Steven	0.2	Correspond re: insider payments.
1	1/21/2011	Pace, Kathryn	0.5	Discuss and review estate expenses.
1	1/24/2011	Cordasco, Michael	0.3	Review results of inventory physical count.
1	1/24/2011	Cordasco, Michael	0.4	Review latest ADP payroll registers.
1	1/24/2011	Cordasco, Michael	0.8	Review executive expense reimbursement detail.
1	1/24/2011	Pace, Kathryn	3.0	Review and summarize executive expenses.
1	1/24/2011	Cordasco, Michael	0.3	Correspond re: expense reimbursement details.
1	1/24/2011	Cordasco, Michael	0.3	Review draft expense summary.
1	1/24/2011	Cordasco, Michael	0.4	Review latest A/R aging analysis.
1	1/25/2011	Simms, Steven	1.1	Review expense items of insiders.
1	1/25/2011	Pace, Kathryn	1.5	Update summary of executive expenses.
1	1/25/2011	Cordasco, Michael	0.4	Review expense summary prepared for Counsel.
1	1/25/2011	Cordasco, Michael	0.6	Participate in call with Counsel re: results of expense review.
1	1/26/2011	Pace, Kathryn	3.0	Prepare summary of executive expenses for Counsel.
1	1/27/2011	Cordasco, Michael	0.4	Review executive expense summary.
1	1/28/2011	Pace, Kathryn	0.5	Review executive expenses in conjunction with the approved Plan.
1	1/28/2011	Cordasco, Michael	0.2	Review revised expense summary.
Total Task Code 1			15.8	
2	12/21/2010	Simms, Steven	0.6	Participate in call with company on cash flow issues.

EXHIBIT C
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Category	Date	Professional	Hours	Activity
2	1/6/2011	Pace, Kathryn	1.5	Review updated 13 week cash flow.
2	1/6/2011	Cordasco, Michael	0.5	Review updated cash forecast.
2	1/6/2011	Cordasco, Michael	0.6	Participate in call with Debtor re: current cash performance.
2	1/6/2011	Cordasco, Michael	0.2	Review key points re: liquidity analysis.
2	1/7/2011	Pace, Kathryn	3.3	Prepare report on revised cash flow and actual results.
2	1/10/2011	Simms, Steven	0.4	Review document re: update on sale and liquidity issues.
2	1/10/2011	Pace, Kathryn	1.2	Revise presentation on updated cash flow and liquidity.
2	1/11/2011	Cordasco, Michael	0.4	Participate in call with Debtors' advisors re: cash activity.
2	1/11/2011	Cordasco, Michael	0.5	Participate in call with CFO re: cash variances and new business outlook.
2	1/11/2011	Cordasco, Michael	0.3	Review check listing for prior 2 weeks.
2	1/11/2011	Cordasco, Michael	0.4	Review budget to actual cash flow analysis.
2	1/11/2011	Cordasco, Michael	0.2	Review and analyze unissued check listing.
2	1/12/2011	Simms, Steven	0.6	Review liquidity and related items.
2	1/13/2011	Cordasco, Michael	0.3	Review cash flow data prepared by Debtors.
2	1/18/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: Debtor liquidity.
2	1/18/2011	Cordasco, Michael	0.4	Review updated actual cash flows.
2	1/18/2011	Cordasco, Michael	0.3	Review latest check register.
2	1/18/2011	Cordasco, Michael	0.5	Participate in call with Debtors' advisor re: liquidity forecast.
2	1/25/2011	Pace, Kathryn	0.3	Participate in call with CEO re: latest results and cash flows.
2	1/25/2011	Cordasco, Michael	0.5	Review updated cash flow analysis.
2	1/25/2011	Cordasco, Michael	0.2	Prepare question list re: liquidity.
2	1/31/2011	Cordasco, Michael	0.3	Correspond with Debtors re: liquidity levels.

EXHIBIT C
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Category	Date	Professional	Hours	Activity
2	1/31/2011	Cordasco, Michael	0.5	Review updated cash and liquidity analysis.
Total Task Code 2			14.3	
6	12/22/2010	Simms, Steven	0.2	Correspond re: sale documents.
6	1/13/2011	Cordasco, Michael	0.5	Participate in call with Debtor re: sale update.
6	1/14/2011	Cordasco, Michael	0.3	Review draft GOB motion.
6	1/17/2011	Cordasco, Michael	0.4	Review draft GOB motion.
6	1/19/2011	Cordasco, Michael	0.2	Participate in call with Counsel re: bid procedures motion.
6	1/20/2011	Simms, Steven	0.3	Participate in call with creditor re: sale issues.
6	1/21/2011	Simms, Steven	0.4	Participate in call with buyer re: sale issues.
6	1/21/2011	Simms, Steven	0.4	Review correspondence with Debtor on sale items.
6	1/27/2011	Cordasco, Michael	0.3	Participate in call with potential purchaser.
Total Task Code 6			3.0	
11	1/18/2011	Simms, Steven	0.5	Review document re: hearing related to case issues.
11	1/19/2011	Simms, Steven	0.6	Prepare for hearing on procedures.
11	1/26/2011	Simms, Steven	3.6	Attend Court hearing re: Rodeo Drive claim.
Total Task Code 11			4.7	
14	1/10/2011	Cordasco, Michael	0.5	Review distribution contract re: potential damage claim.
14	1/11/2011	Simms, Steven	0.6	Participate in call with potential accountant on claim analysis.
14	1/12/2011	Simms, Steven	0.4	Review document re: claim issues.
14	1/13/2011	Cordasco, Michael	0.3	Correspond with Debtor re: distributor negotiations.
14	1/17/2011	Cordasco, Michael	0.5	Review lease rejection claim estimates.

EXHIBIT C
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Category	Date	Professional	Hours	Activity
14	1/18/2011	Cordasco, Michael	0.4	Review lease rejection claim calculations.
14	1/19/2011	Cordasco, Michael	0.5	Review lease documentation re: proposed lease rejections.
14	1/19/2011	Cordasco, Michael	0.3	Review lease payment history for claims analysis.
14	1/19/2011	Cordasco, Michael	0.6	Prepare lease rejection claim calculations.
14	1/19/2011	Cordasco, Michael	0.2	Research re: lease rejection claim calculations.
14	1/20/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: lease rejection claims.
14	1/21/2011	Cordasco, Michael	0.3	Review lease rejection claim calculations.
14	1/27/2011	Cordasco, Michael	0.6	Review claims summary re: voting eligibility.
14	1/31/2011	Cordasco, Michael	0.3	Review claims for voting record.
Total Task Code 14			5.8	
16	1/6/2011	Simms, Steven	0.4	Review update re: Plan items.
16	1/14/2011	Simms, Steven	0.4	Correspond with Counsel on Plan items.
16	1/17/2011	Simms, Steven	0.4	Review items related to Plan modifications.
16	1/19/2011	Cordasco, Michael	0.7	Prepare draft recovery analysis.
16	1/19/2011	Cordasco, Michael	0.2	Participate in call with Counsel re: recovery analysis.
16	1/20/2011	Cordasco, Michael	0.4	Review and edit recovery analysis.
16	1/21/2011	Cordasco, Michael	0.5	Participate in call with Counsel re: Disclosure Statement objections.
16	1/21/2011	Cordasco, Michael	0.4	Participate in call with Counsel re: Disclosure Statement changes.
16	1/21/2011	Cordasco, Michael	0.5	Review revised draft POR and Disclosure Statement order.
16	1/25/2011	Cordasco, Michael	0.2	Review draft Disclosure Statement order.
16	1/26/2011	Simms, Steven	0.3	Review draft of Plan and related items.

EXHIBIT C
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Category	Date	Professional	Hours	Activity
16	1/31/2011	Cordasco, Michael	0.4	Participate in call with Counsel re: Disclosure Statement hearing and litigation.
Total Task Code 16			4.8	
17	1/6/2011	Cordasco, Michael	0.4	Participate in call with Debtor re: wind down efforts.
17	1/6/2011	Pace, Kathryn	0.7	Participate in call with Debtors' advisors re: wind down process.
17	1/10/2011	Cordasco, Michael	0.6	Review draft wind down presentation to Committee.
17	1/13/2011	Simms, Steven	0.4	Prepare list of update items re: wind-down.
Total Task Code 17			2.1	
18	1/10/2011	Simms, Steven	0.3	Correspond re: Simms' claim and related issues.
18	1/14/2011	Cordasco, Michael	1.1	Review document re: Simms litigation.
18	1/14/2011	Cordasco, Michael	0.9	Review document re: Simms litigation.
18	1/21/2011	Cordasco, Michael	0.7	Review document production prepared by Debtors.
18	1/25/2011	Cordasco, Michael	0.5	Participate in call with Counsel re: Simms litigation and New Pacific trial.
Total Task Code 18			3.5	
19	1/5/2011	Cordasco, Michael	0.2	Correspond with Debtor re: outstanding request list.
19	1/10/2011	Cordasco, Michael	0.5	Prepare updated request list to Debtors.
19	1/18/2011	Cordasco, Michael	0.6	Prepare and edit updated due diligence listing.
19	1/19/2011	Cordasco, Michael	0.3	Review and edit request letter to Debtors.
Total Task Code 19			1.6	
20	1/10/2011	Cordasco, Michael	0.3	Participate in call with Debtor re: status update.
20	1/20/2011	Cordasco, Michael	0.7	Participate in call with Debtors re: Status update and potential purchaser.
20	1/25/2011	Cordasco, Michael	0.4	Participate in call with Debtor re: financial performance and wind down status update.

EXHIBIT C
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Category	Date	Professional	Hours	Activity
20	1/27/2011	Simms, Steven	0.3	Participate in call with Debtor re: case issues.
Total Task Code 20			1.7	
21	12/20/2010	Simms, Steven	0.8	Participate in call with Committee re: sale issues.
21	1/5/2011	Simms, Steven	0.8	Participate in call with Committee re: case issues.
21	1/5/2011	Pace, Kathryn	0.8	Participate in call with Committee re: case issues.
21	1/5/2011	Cordasco, Michael	0.8	Participate in call with Committee re: case issues.
21	1/10/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: status update call with Counsel.
21	1/17/2011	Cordasco, Michael	0.2	Participate in call with Counsel re: preparation for Committee call.
21	1/18/2011	Pace, Kathryn	0.8	Participate in weekly Committee call.
21	1/18/2011	Cordasco, Michael	0.8	Participate in weekly Committee call.
21	1/18/2011	Cordasco, Michael	0.2	Prepare for Committee call.
21	1/25/2011	Simms, Steven	0.3	Participate in call with Counsel re: case issues.
21	1/25/2011	Simms, Steven	0.6	Participate in call with Committee re: case issues.
21	1/25/2011	Pace, Kathryn	0.5	Participate in pre-call with Counsel re: status update.
21	1/25/2011	Cordasco, Michael	0.6	Participate in call with Committee re: status update.
Total Task Code 21			7.5	
22	1/7/2011	Simms, Steven	0.3	Participate in call with buyer.
22	1/10/2011	Simms, Steven	0.3	Participate in call with buyer re: case issues.
22	1/12/2011	Cordasco, Michael	1.5	Participate in call with Debtors and potential purchaser re: sale and liquidity issues.
22	1/12/2011	Simms, Steven	1.5	Participate in call with buyer and Debtor on sale and liquidity issues.
22	1/14/2011	Simms, Steven	0.4	Participate in call with buyer.
Total Task Code 22			4.0	

EXHIBIT C
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Task Category	Date	Professional	Hours	Activity
24	1/12/2011	Hellmund-Mora, Marili	0.9	Prepare December fee application.
24	1/12/2011	Hellmund-Mora, Marili	1.7	Continue to prepare December fee application.
24	1/18/2011	Pace, Kathryn	1.0	Review December bill and provide comments.
24	1/18/2011	Hellmund-Mora, Marili	0.6	Update December fee application.
24	1/19/2011	Pace, Kathryn	0.3	Revise December bill and distribute.
24	1/19/2011	Cordasco, Michael	0.3	Review draft December bill.
24	1/20/2011	Hellmund-Mora, Marili	0.4	Finalize December fee application.
Total Task Code 24			5.2	
Grand Total			74.0	

EXHIBIT D
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
SUMMARY OF EXPENSES BY CATEGORY
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Expense Category	Expense Total
Other	\$76.27
Total Out-of-Pocket Expenses	\$76.27

EXHIBIT E
ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728
DETAIL OF EXPENSES
FOR THE PERIOD JANUARY 1, 2011 TO JANUARY 31, 2011

Professional	Date	Description	Other
Simms, Steven	12/20/10	Postage Rock & Republic Enterprises	\$15.52
Simms, Steven	12/20/10	Postage Todtman, Nachamie, Spizz & Johns, P.C	7.77
Simms, Steven	12/20/10	Postage Arent Fox LLP	7.77
Simms, Steven	12/20/10	Postage Office of the United States Trustee	7.77
Simms, Steven Total			38.83
Bellazain-Harris, Sheba	1/5/11	Electronic Data - Pacer Service Center	37.44
Bellazain-Harris, Sheba Total			37.44
Grand Total			\$76.27